

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-2(c) HALPERIN BATTAGLIA RAICHT, LLP 555 Madison Avenue – 9 th Floor New York, New York 10022 (212) 765-9100 (212) 765-0964 Facsimile Donna Lieberman, Esq. Carrie E. Mitchell, Esq.
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Co-Counsel for the Class 10 Liquidation Trust
In re: SHAPES/ARCH HOLDINGS L.L.C., <i>et al.</i> , Reorganized Debtors.

Chapter 11

Case No. 08-14631
(Jointly Administered)

Judge: Hon. Gloria M. Burns

**CONSENT ORDER MODIFYING THE
BANKRUPTCY STAY AND THE PLAN INJUNCTION IN
FAVOR OF BIL-RAY ALUMINUM SIDING CORP. OF QUEENS, INC. FOR
THE LIMITED PURPOSE OF PERMITTING HADDON WINDOWS LLC, t/a
ACCU-WELD AND BIL-RAY ALUMINUM SIDING CORP. OF QUEENS,
INC. TO CONTINUE THE ACTION COMMENCED IN THE SUPREME
COURT OF NASSAU COUNTY IDENTIFIED AS INDEX NO. 08-2266**

The relief set forth on the following pages, numbered two (2) through eight (8), is hereby ORDERED.

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Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*,
Case No.: 08-14631 (GMB)
Caption of Order: CONSENT ORDER MODIFYING THE BANKRUPTCY STAY AND
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WHEREAS, Accu-Weld LLC, a debtor in the above-referenced bankruptcy cases, filed an action in the Supreme Court of Nassau County captioned *Accu-Weld LLC v. Bil-Ray Aluminum Siding Corp. of Queens, Inc.*, Index No. 08-2266 (the “Action”) seeking the sum of \$1,135,238.72 from Bil-Ray Aluminum Siding Corp. of Queens, Inc. (the “Claimant”), in which the Claimant answered and counter-claimed alleging, *inter alia*, non-performance of contract and seeking a judgment in the amount of \$900,000 (the “Action”); and

WHEREAS, ULTRA Hardware Products, LLC, Aluminum Shapes, LLC, and the Arch America Company and four of its affiliates (together, the “Debtors”) filed voluntary petitions for relief pursuant to Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) on March 16, 2008 (the “Petition Date”) in the United States Bankruptcy Court for the District of New Jersey; and

WHEREAS, upon such filings, actions against the Debtors and their assets on account of pre-petition claims were barred by the automatic stay provisions of Section 362 of the Bankruptcy Code; and

WHEREAS, the Claimant, by counsel, filed a proof of claim in the bankruptcy cases on April 21, 2008, alleging an unsecured claim against the Debtors in the amount of \$900,000; and

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WHEREAS, the Debtors' Third Amended Joint Plan of Reorganization (the "Plan") was confirmed by Order of this Court dated July 24, 2008 (the "Confirmation Order") and became effective on August 8, 2008; and

WHEREAS, on the effective date of the Plan, the Class 10 Trust came into existence, and pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan), the Trust, by its Trustee, Steven D. Sass, was empowered to, among other things, object to and resolve unsecured claims; and

WHEREAS, the Debtors, the Claimant and the Trust (together, the "Parties") wish to consensually resolve any claims the Claimant may hold against the Debtors and/or the Trust and the property of each, including but not limited to claims asserted in the Action;

NOW, THEREFORE, it is hereby stipulated and agreed between the Debtors, the Claimant and the Trust as follows:

A. The automatic stay pursuant to 11 U.S.C. § 362(a) and the injunction provisions of the Plan and Confirmation Order are hereby modified in these cases to permit the Claimant to proceed with its counterclaim in the Action, upon the terms and solely to the extent set forth below.

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B. The Claimant agrees that its recovery against the Debtors, the Debtors' estates and property will be sought not from the Debtors, the Debtors' estates and property, but rather as an offset against the claims and causes of action asserted by Haddon Windows LLC t/a Accu-Weld and shall be recoverable by the Claimant solely as an offset against any funds recovered in the Action by Haddon Windows LLC t/a Accu-Weld and not from the Debtors, the Debtors' estates or any of the Debtors' other assets. The claims and causes of action asserted by Haddon Windows LLC t/a Accu-Weld shall be litigated simultaneously with the counterclaims asserted by Claimant. Any amount awarded to Claimant on its counterclaim will be calculated into Haddon's "net" recovery in the Action, if any, before entry of any judgment in the Action. In no event, will Haddon be liable for any sum of money to Claimant over and above any judgment amount awarded to Haddon against Claimant. Except as otherwise set forth in this paragraph, the Claimant hereby releases the Debtors and their estates from any and all obligations, claims and demands of any kind, at law or in equity, arising out of, by reason of or relating to the Action or any other obligations, claims and demands of any kind that the Claimant may hold or assert against the Debtors or their estates as of the date of this Stipulation.

C. The Trust, the Trustee, Claimant and Haddon Windows LLC t/a Accu-Weld acknowledge that Haddon Windows LLC t/a Accu-Weld is now the true owner of the claim in

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the Action and, without prejudice to the merits, acknowledges that such claim is subject to Bil-Ray's defenses and counterclaims. The Claimant acknowledges and agrees that it has no claims against the Trust, the Trustee or the assets of the Trust, and that it is not a beneficiary of the Trust and will not seek any distribution or recovery from the Trust. The Claimant hereby releases the Trust and the Trustee from any and all obligations, claims and demands of any kind, at law or in equity, arising out of, by reason of or relating to the Action or any other obligations, claims and demands of any kind that the Claimant may hold or assert against the Trust or the Trustee as of the date of this Stipulation. The Claimant, further acknowledges and agrees that it has no claims against the Debtors or the Reorganized Debtors and will not seek any distribution or recovery from the Debtors or the Reorganized Debtors. The Claimant hereby releases the Debtors or the Reorganized Debtors from any and all obligations, claims and demands of any kind, at law or in equity, arising out of, by reason of or relating to the Action or any other obligations, claims and demands of any kind that the Claimant may hold or assert against the Debtors or the Reorganized Debtors as of the date of this Stipulation

D. This Stipulation contains the entire agreement by and among the Parties and all prior understandings or agreements between them, if any, are merged into this Stipulation.

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E. This Stipulation and the obligations of the Parties are specifically subject to, and conditioned upon, the approval of the Stipulation by the Bankruptcy Court. If the Bankruptcy Court declines to approve the Stipulation, the provisions hereof shall be null, void and of no force and effect, and nothing contained herein shall be deemed an admission by any of the Parties.

F. This Stipulation may be signed in counterpart, and faxed copies of signatures shall be deemed originals for purposes of this Stipulation.

G. This Stipulation shall be binding upon all successors and assigns of each of the Parties, and any subsequently appointed chapter 11 trustee or chapter 7 trustee.

H. This Court shall retain jurisdiction to resolve disputes or controversies arising from or related to the terms of this Stipulation.

CONSENTED AS TO FORM AND ENTRY:

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